

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N.Y. 10005

212 HANOVER 2-3000

TELEX
RCA 233663
WUD 125547
WUI 620976

RECORDATION NO. 9719-1
FEB 1425

DEC 10 1979 - 1 00 PM

9-344A137

DEC 10 1979

Date DEC 10 1979
Fee \$ 10.00

ICC Washington, D. C.

September 27, 1979

Amendment Agreement Dated as of September 15, 1979

Amending

Louisville and Nashville Railroad Company (No. 2)
Reconstruction and Conditional Sale Financing

Dated as of February 1, 1978

8-7/8% Conditional Sale Indebtedness

Due April 20, 1989

Dear Sir:

Enclosed herewith for filing pursuant to 49 U.S.C
§ 11303(a) is an Amendment Agreement dated as of September 15,
1979.

The parties to the enclosed agreement are:

Louisville and Nashville Railroad Company
908 West Broadway
Louisville, Kentucky 40201

L & N Investment Corporation
908 West Broadway
Louisville, Kentucky 40201

The Connecticut Bank and Trust Company
One Constitution Plaza
Hartford, Connecticut 06115

COUNSEL

ROSSELL L. GILPATRICK
CARLYLE E. MAW
ALBERT R. CONNELLY
FRANK H. DETWEILER
GEORGE G. TYLER

L. R. BRESLIN, JR.
GEORGE B. TURNER
JOHN H. MORSE
HAROLD R. MEDINA, JR.
CHARLES R. LINTON

4, PLACE DE LA CONCORDE
75008 PARIS, FRANCE
TELEPHONE: 265-81-54
TELEX: 290530

33 THROGMORTON STREET
LONDON, EC2N 2BR, ENGLAND
TELEPHONE 01-606-1421
TELEX: 6814901

CABLE ADDRESSES
CRAVATH, N. Y.
CRAVATH, PARIS
CRAVATH, LONDON E. C. 2

*Miss Lee -
Thank this one
is 9719-E*

Edward Johnson

Charles E. Moore

DEC 19 1979
FEB 14 1980

Mercantile-Safe Deposit and Trust Company
P. O. Box 2258
(Two Hopkins Plaza)
Baltimore, Maryland 21203

The Amendment Agreement amends:

(a) Reconstruction and Conditional Sale Agreement (No. 2) dated as of February 1, 1978, among Mercantile-Safe Deposit and Trust Company, L & N Investment Corporation and The Connecticut Bank and Trust Company, which was filed with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on September 28, 1978, at 9:45 a.m., recordation number 9719;

(b) Transfer Agreement (No. 2) dated as of February 1, 1978, between Mercantile-Safe Deposit and Trust Company and The Connecticut Bank and Trust Company, which was filed with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on September 28, 1978, at 9:45 a.m., recordation number 9719-A;

(c) Lease of Railroad Equipment (No. 2) dated as of February 1, 1978, between Louisville and Nashville Railroad Company and The Connecticut Bank and Trust Company, which was filed with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on September 28, 1978, at 9:45 a.m., recordation number 9719-B; and

(d) Hulk Purchase Agreement (No. 2) dated as of February 1, 1978, between The Connecticut Bank and Trust Company and Louisville and Nashville Railroad Company which was filed with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on September 28, 1978, at 9:45 a.m., recordation number 9719-D.

See Nos
in doc
The Hulks covered by the Transfer Agreement (No. 2) and the Hulk Purchase Agreement (No. 2) are listed in Exhibit A attached hereto. The reconstructed railroad equipment covered by the Reconstruction and Conditional Sale Agreement (No. 2) and the Lease (No. 2) are listed in Exhibit B attached hereto. The reconstructed railroad equipment bear the legend "Subject to a Security Agreement filed under the Interstate Commerce Act, Section 20c".

Enclosed is a check for \$10 for the required recordation fee. Please accept for recordation one counterpart of the enclosed agreement, stamp the remaining counterparts with your recordation number and return them to the delivering messenger along with your fee receipt, addressed to the undersigned.

Very truly yours,

Laurance V. Goodrich

Laurance V. Goodrich,
as agent for Louisville and
Nashville Railroad

Mr. H. G. Homme, Jr.,
Secretary,
Interstate Commerce Commission,
Washington, D. C. 20423

Encls.

DEC 10 1979-1 00 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT (No. 2), dated as of September 15, 1979, among THE CONNECTICUT BANK AND TRUST COMPANY, as trustee (the "Owner Trustee"), under a Trust Agreement dated as of February 1, 1978, with American Security Bank, N.A., and Northwestern National Bank of Minneapolis, LOUISVILLE AND NASHVILLE RAILROAD COMPANY (the "Lessee"), L&N INVESTMENT CORPORATION (the "Builder") and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as agent (the "Agent").

WHEREAS the Agent, the Owner Trustee and the Builder have entered into a Reconstruction and Conditional Sale Agreement (No. 2) dated as of February 1, 1978 (the "RCSA");

WHEREAS the Agent and the Owner Trustee have entered into a Transfer Agreement (No. 2) dated as of February 1, 1978 (the "Transfer Agreement");

WHEREAS the Owner Trustee and the Lessee have entered into a Lease of Railroad Equipment (No. 2) dated as of February 1, 1978 (the "Lease");

WHEREAS the Owner Trustee and the Agent have entered into an Assignment of Lease and Agreement (No. 2) dated as of February 1, 1978 (the "Lease Assignment");

WHEREAS the Lessee and the Owner Trustee have entered into a Hulk Purchase Agreement (No. 2) dated as of

February 1, 1978 (the "Hulk Purchase Agreement");

WHEREAS the RCSA, the Transfer Agreement, the Lease, the Lease Assignment and Hulk Purchase Agreement were filed with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on September 28, 1978, at 9:45 a.m. and were assigned recordation numbers 9719, 9719-A, 9719-B, 9719-C and 9719-D, respectively;

WHEREAS the RCSA and the Lease included a list of railroad equipment from which deliveries could be made but only the first units of railroad equipment delivered by the Builder having an aggregate purchase price not exceeding \$7,000,000 were intended to be covered by the RCSA and the Lease;

WHEREAS the Transfer Agreement and the Hulk Purchase Agreement included a list of hulks which could be reconstructed but only those hulks which were delivered to the Trustee for reconstruction into units of equipment having an aggregate purchase price not exceeding \$7,000,000 under the RCSA were intended to be covered by the Transfer Agreement and Hulk Purchase Agreement;

WHEREAS the parties hereto desire to amend the RCSA and the Lease to show only the units of railroad equipment actually delivered and accepted under the RCSA and the Lease; and

WHEREAS the parties hereto desire to amend the Transfer Agreement and the Hulk Purchase Agreement to show only the hulks actually delivered and accepted under the Transfer Agreement and the Hulk Purchase Agreement.

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

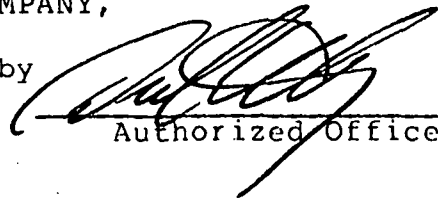
1. Schedule A to the RCSA is hereby deleted and restated in its entirety as shown in Exhibit A hereto.
2. Schedule A to the Lease is hereby deleted and restated in its entirety as shown in Exhibit B hereto.
3. Annex 1 to the Transfer Agreement is hereby deleted and restated in its entirety as shown in Exhibit C hereto.
4. Exhibit A to the Hulk Purchase Agreement is hereby deleted and restated in its entirety as shown in Exhibit D hereto.
5. The Lease Assignment is hereby amended to permit the aforesaid amendment to the Lease as though originally set forth therein.
6. The Lessee will promptly cause this Amendment Agreement (No. 2) to be filed and recorded in accordance with the provisions of Article 17 of the RCSA and § 15 of the Lease.

7. Except as amended hereby, the RCSA, the Transfer Agreement, the Lease, the Lease Assignment and the Hulk Purchase Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

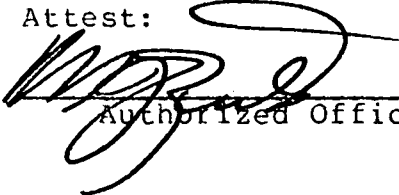
THE CONNECTICUT BANK AND TRUST
COMPANY,

by


Authorized Officer

[Corporate Seal]

Attest:


Authorized Officer

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY,

by


Assistant Vice President

[Corporate Seal]

Attest:


Corporate Trust Officer

LOUISVILLE AND NASHVILLE
RAILROAD COMPANY,

by D. H. Watkins
Assistant Vice President

[Corporate Seal]

Attest:

[Signature]
Assistant Secretary

L&N INVESTMENT CORPORATION,

by [Signature]
Vice President

[Corporate Seal]

Attest:

W. D. Goff
Attesting Officer

STATE OF CONNECTICUT,)
) ss.:
COUNTY OF HARTFORD,)

On this 12th day of October 1979, before me personally appeared **DONALD E. SMITH**, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Company, that said instrument was signed and sealed on behalf of said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

Barbara S. Krach
Notary Public

[Notarial Seal]

My Commission expires

BARBARA S. KACICH
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1982

STATE OF MARYLAND,)
) ss.:
CITY OF BALTIMORE,)

On this 5th day of December 1979, before me personally appeared R. E. SCHREIBER, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Patricia C. Shilow
Notary Public

[Notarial Seal]

My Commission expires 7-1-82

COMMONWEALTH OF KENTUCKY,)
) ss.:
COUNTY OF JEFFERSON,)

On this 10th day of October 1979, before me personally appeared D. L. Watkins, to me personally known, who, being by me duly sworn, says that he is Assistant Vice President of LOUISVILLE AND NASHVILLE RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.


Notary Public

[Notarial Seal]

My Commission expires Pamela M. Wright
Notary Public, State at Large
My commission expires August 28, 1983.

COMMONWEALTH OF KENTUCKY,)
) ss.:
COUNTY OF JEFFERSON,)

On this 10th day of October 1979, before me personally appeared D. L. Morris, to me personally known, who, being by me duly sworn, says that he is President of L&N INVESTMENT CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.


Notary Public

[Notarial Seal]

My Commission expires Pamela M. Wright
Notary Public, State at Large
My commission expires August 28, 1983.

SCHEDULE A--RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT

Quantity	AAR Mechanical Designation	L&N Railroad Road Numbers (Inclusive)	Builder's Specification Number	Hulk Purchase Price		Reconstruction Cost		Purchase Price	
				Per Unit	Total	Per Unit	Total	Per Unit	Total
11	XL	50-Ton Box Cars 96489, 96490, 96496, 96501, 96511, 96543, 96545, 96556, 96561, 96571, 96592	L&N 78-1	\$4,500	\$ 49,500	\$12,826	\$ 141,086	\$17,326	\$ 190,586
2	XM	50-Ton Box Cars 110242, 110251	L&N 78-1	4,500	9,000	12,826	25,652	17,326	34,652
10	XL	70-Ton Box Cars 112369, 112385, 112387, 112389, 112393, 112399, 112406, 112410, 112413, 112416	L&N 78-1	4,500	45,000	12,826	128,260	17,326	173,260
7	XM	70-Ton Box Cars 112847, 112851, 112854, 112858, 112861, 112873, 112875	L&N 78-1	4,500	31,500	12,826	89,782	17,326	121,282
13	HT	70-Ton Open Top Hopper Cars 76396, 76401, 76404, 76408, 76410, 76412, 76417, 76422, 76429, 76433, 76443, 76446, 76449	L&N 78-2	4,500	58,500	9,695	126,035	14,195	184,535

Exhibit A

Identical to page 8/B

SCHEDULE A--RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT

AAR Mechanical antity	Description	L&N Railroad Road Numbers (Inclusive)	Builder's Specifica- tion Number	Base			
				Hulk Purchase Price		Reconstruction Cost	
				Per Unit	Total	Per Unit	Total
18	HT	80-Ton Open Top Hopper Cars	189564,189565, 189567,189569, 189574,189575, 189583,189585, 189604,189607, 189609,189610, 189612,189619, 189622,189628, 189637,189639	\$4,500	\$ 81,000	\$ 9,695	\$ 174,510
			L&N 78-2				\$ 255,510
9	HT	100-Ton Open Top Hopper Cars	192066,192073, 192076,192077, 192078,192082, 192085,192086, 192088	4,500	40,500	9,695	87,255
			L&N 78-2				127,755
162	GB	70-Ton Gondola Cars	26745-26747, 27327-27354, 27356-27391, 27393-27395, 27397,27398, 27554,27555, 27557,27558, 27562-27570, 27574,27576, 27578-27581, 27583-27585, 27588-27590, 27592,27593, 27597,27602, 27603,27605,	4,500	729,000	11,199	1,814,238
			L&N 78-3				2,543,238

SCHEDULE A--RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT

Quantity	AAR Mechanical Designation	Description	L&N		Builder's Specification Number	Base		Purchase Price	
			Railroad Road Numbers (Inclusive)			Hulk Purchase Price Per Unit	Reconstruction Cost Per Unit	Per Unit	Total
162	GB	70-Ton Gondola Cars (Cont'd)	27607-27609, 27613,27614, 27618,27619, 27622,27624, 27625,27629, 27632,27634, 27636, 27639-27644, 27748-27753, 27755-27763, 29020-29041, 29200,29201		L&N 78-3	\$4,500	\$11,199	\$15,699	\$ 2,543,238
2	GBS	70-Ton Gondola Cars	26283,26284		L&N 78-3	4,500	11,199	15,699	31,398
1	GBSR	70-Ton Gondola Car	26259		L&N 78-3	4,500	11,199	15,699	15,699
9	LG	70-Ton Gondola Cars	27399-27405, 27764,27765		L&N 78-3	4,500	11,199	15,699	141,291
6	GBS	100-Ton Gondola Cars	27983,27984, 27986,27987, 27991,27994		L&N 78-3	4,500	11,199	15,699	94,194

SCHEDULE A--RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT

Quantity	AAR Mechanical Designation	Description	L&N		Builder's Specification Number	Base		Purchase Price	
			Railroad Road Numbers (Inclusive)			Hulk Purchase Price Per Unit	Reconstruction Cost Per Unit	Per Unit	Total
18	GB	100-Ton Gondola Cars	27645-27650, 27652, 27654-27664	L&N 78-3		\$4,500	\$81,000 \$11,199	\$15,699	\$ 282,582
45	LO	100-Ton Covered Hopper Cars	201615, 201616, 201618, 201619, 201622, 201623, 201625-201627, 201630-201632, 201635, 201638, 201639, 201642, 201643, 201651, 201654, 205158, 205159, 205161-205164, 205171-205173, 205175, 205176, 205179, 250500-250503, 250505, 250507-250510, 250512-250516	L&N 78-4		\$4,500	202,500 13,296	17,796	800,820
23	FM	50-Ton Flat Cars	21510, 21553-21556, 21748-21755, 21757-21766	L&N 78-5		4,500	103,500 10,504	15,004	345,092
8	FMS	70-Ton Flat Cars	22295, 23916-23922	L&N 78-5		4,500	36,000 10,504	15,004	120,032

SCHEDULE A--RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT

Entity	AAR Mechanical Designation	Description	L&N		Builder's Specification Number	Base		Purchase Price			
			Railroad Road Numbers (Inclusive)	Builder's Specification Number		Hulk Purchase Price Per Unit	Total	Per Unit	Total		
4	FB	70-Ton	990602, 990910, L&N 78-5			\$4,500	\$18,000	\$11,474	\$45,896	\$15,974	\$ 63,896
		Bulkhead	991004, 991005								
		Flat Cars									
4	FB	100-Ton	990309, 990310, L&N 78-5			4,500	18,000	11,474	45,896	15,974	63,896
		Bulkhead	990400, 990401								
		Flat Cars									
12	LO	70-Ton	45102, 45104, L&N 78-6			4,500	54,000	11,377	136,524	15,877	190,524
		Ballast	45108, 45109,								
		Cars	45114,								
			45126, 45130,								
			45132, 45133,								
			45135, 45149,								
			45150								
17	LP	50-Ton	42936, 42939, L&N 78-7			4,500	76,500	14,613	248,421	19,113	324,921
		Welded	42941, 42943,								
		Rail Cars	42944, 42947,								
			42948,								
			42953-42956,								
			42958-42961,								
			42963, 42965								
181							\$1,714,500		\$4,390,663		\$6,105,163

Identical nos in A

Exhibit B

SCHEDULE A

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>L&N Railroad Road Numbers (Inclusive)</u>	<u>Builder's Specifica- tion Number</u>
11	XL	50-Ton Box Cars	96489, 96490, 96496, 96501, 96511, 96543, 96545, 96556, 96561, 96571, 96592	L&N 78-1
2	XM	50-Ton Box Cars	110242, 110251	L&N 78-1
10	XL	70-Ton Box Cars	112369, 112385, 112387, 112389, 112393, 112399, 112406, 112410, 112413, 112416	L&N 78-1
7	XM	70-Ton Box Cars	112847, 112851, 112854, 112858, 112861, 112873, 112875	L&N 78-1
13	HT	70-Ton Open Top Hopper Cars	76396, 76401, 76404, 76408, 76410, 76412, 76417, 76422, 76429, 76433, 76443, 76446, 76449	L&N 78-2

SCHEDULE A

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>L&N Railroad Road Numbers (Inclusive)</u>	<u>Builder's Specifica- tion Number</u>
18	HT	80-Ton Open Top Hopper Cars	189564,189565, 189567,189569, 189574,189575, 189583,189585, 189604,189607, 189609,189610, 189612,189619, 189622,189628, 189637,189639	L&N 78-2
9	HT	100-Ton Open Top Hopper Cars	192066,192073, 192076,192077, 192078,192082, 192085,192086, 192088	L&N 78-2
162	GB	70-Ton Gondola Cars	26745-26747, 27327-27354, 27356-27391, 27393-27395, 27397,27398, 27554,27555, 27557,27558, 27562-27570, 27574,27576, 27578-27581, 27583-27585, 27588-27590, 27592,27593, 27597,27602, 27603,27605, 27607-27609, 27613,27614, 27618,27619, 27622,27624, 27625,27629, 27632,27634, 27636,	L&N 78-3

SCHEDULE A

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>L&N Railroad Road Numbers (Inclusive)</u>	<u>Builder's Specifica- tion Number</u>
162	GB	70-Ton Gondola Cars (Cont'd)	27639-27644, 27748-27753, 27755-27763, 29020-29041, 29200,29201	L&N 78-3
2	GBS	70-Ton Gondola Cars	26283,26284	L&N 78-3
1	GBSR	70-Ton Gondola Car	26259	L&N 78-3
9	LG	70-Ton Gondola Cars	27399-27405, 27764,27765	L&N 78-3
6	GBS	100-Ton Gondola Cars	27983,27984, 27986,27987, 27991,27994	L&N 78-3
18	GB	100-Ton Gondola Cars	27645-27650, 27652, 27654-27664	L&N 78-3
45	LO	100-Ton Covered Hopper Cars	201615,201616, 201618,201619, 201622,201623, 201625-201627, 201630-201632, 201635,201638, 201639,201642,	L&N 78-4

SCHEDULE A

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>L&N Railroad Road Number (Inclusive)</u>	<u>Builder's Specifica- tion Number</u>
45	LO	100-Ton Covered Hopper Cars (Contd)	201643,201651, 201654,205158, 205159, 205161-205164, 205171-205173, 205175,205176, 205179, 250500-250503, 250505, 250507-250510, 250512-250516	L&N 78-4
23	FM	50-Ton Flat Cars	21510, 21553-21556, 21748-21755, 21757-21766	L&N 78-5
8	FMS	70-Ton Flat Cars	22295, 23916-23922	L&N 78-5
4	FB	70-Ton Bulkhead Flat Cars	990602,990910, 991004,991005	L&N 78-5
4	FB	100-Ton Bulkhead Flat Cars	990309,990310, 990400,990401	L&N 78-5

SCHEDULE A

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>L&N Railroad Road Numbers (Inclusive)</u>	<u>Builder's Specifica- tion Number</u>
12	LO	70-Ton Ballast Cars	45102,45104, 45108,45109, 45114, 45126,45130, 45132,45133, 45135,45149, 45150	L&N 78-6
17	LP	50-Ton Welded Rail Cars	42936,42939, 42941,42943, 42944,42947, 42948, 42953-42956, 42958-42961, 42963,42965	L&N 78-7

TRANSFER AGREEMENT

(No. 2)

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>Railroad Prefix</u>	<u>Railroad Hulk Numbers</u>
13	50-ton box cars	L&N	97314, 98115, 98569, 108800, 108801, 108829 108865, 108905, 109084, 109098, 109173, 109198, 109275
17	70-ton box cars	L&N	100076, 100164, 100396, 100534, 100700, 100739, 102036, 102313, 102626, 102689, 102754, 103143, 103183, 103519, 103544, 103750, 103867
13	70-ton open top hopper cars	L&N	153199, 153408, 153494, 153581, 153843, 154018, 154215, 154713, 154968, 155147, 155973, 156092, 156123
18	80-ton open top hopper cars	L&N	180804, 180833, 182415, 182877, 183048, 183156, 183621, 183932, 184829, 184850, 186964, 187234, 187488, 187537, 187746, 188477, 188666, 189256
9	100-ton open top hopper cars	L&N	191292, 191342, 191604, 191638, 191640, 191645, 191697, 191772, 191809

<u>Quantity</u>	<u>Description</u>	<u>Railroad Prefix</u>	<u>Railroad Hulk Numbers</u>
174	70-ton gondola cars	L&N	26007, 26016, 26017, 26019, 26033, 26040, 26046, 26057, 26062, 26077, 26085, 26087, 26088, 26089, 26090, 26100, 26114, 26134, 26161, 26164, 26179, 26185, 26232, 26234, 26260, 26285, 26288, 26720, 26736, 26740, 39005, 39059, 39070, 39098, 39100, 39103, 39105, 39125, 39145, 39146, 39147, 39153, 39155, 39172, 39173, 39193, 39195, 39202, 39226, 39227, 39231, 39233, 39235, 39239, 39242, 39245, 39270, 39279, 39286, 39287, 39290, 39291, 39293, 39301, 39311, 39331, 39353, 39356, 39372, 39391, 39394, 39395, 39398, 39404, 39405, 39415, 39421, 39425, 39430, 39439, 39455, 39479, 39488, 39506, 39510, 39522, 39566, 39572, 39574, 39626, 39631, 39660, 39672, 39684, 39688, 39708, 39712, 39717, 39773, 39780, 39786, 39788, 39805, 39816, 39825, 39855, 39864, 39872, 39886, 39897, 39913, 39916, 39960, 39979, 170003, 170016, 170083, 170125, 170258, 170267, 170270, 170273, 170289, 170291, 170298, 170309, 170333, 170430, 170457, 170484, 170491, 170498, 170501, 170510, 170522, 170576, 170601, 170629, 170637, 170666, 170670, 170692, 170761, 170768, 170833, 170837, 170865, 170878, 171030, 171071, 171105, 171112, 171248, 171256, 171277, 171387, 171553, 171678, 171703, 171804, 171901, 171946, 172042, 172052, 172054, 173078, 173080, 173086, 173087, 173088, 173089, 173091, 173092, 173100

<u>Quantity</u>	<u>Description</u>	<u>Railroad Prefix</u>	<u>Railroad Hulk Numbers</u>
24	100-ton gondola cars	L&N	175012, 175026, 175041, 175044, 175074, 175098, 176007, 176035, 176049, 176077, 176097, 176126, 176182, 176279, 176308, 176333, 176396, 176493, 176500, 176662, 176692, 176735, 176766, 176791
45	100-ton covered hopper cars	L&N	200088, 200159, 200200, 200212, 200225, 200263, 200432, 200447, 200465, 200571, 201003, 201005, 201019, 201031, 201042, 201055, 201066, 201068, 201070, 201081, 201093, 201100, 201140, 201210, 201218, 201264, 201270, 201449, 201485, 240089, 240282, 250027, 250031, 250032, 250034, 250042, 250068, 250088, 250093, 250101, 250108, 250112, 250126, 250129, 250131
23	50-ton flat cars	MON	7201, 7203, 7206, 7212, 7220, 7221, 7224, 7229, 7234, 7235, 7236, 7242, 7246, 7247, 7248, 7250, 7607
		L&N	21406, 21414, 22264, 22269, 22273, 22274
8	70-ton flat cars	L&N	22291, 23902, 23903, 23904, 23906, 23910, 23912, 23914
4	70-ton bulkhead flat cars	L&N	22508, 22636, 22643, 22771
4	100-ton bulkhead flat cars	L&N	22304, 22306, 22932, 22961
12	70-ton covered hopper cars	L&N	37865, 37873, 37907, 37912, 37970, 38109, 38155, 38228, 38263, 38282, 38445, 38524

<u>Quantity</u>	<u>Description</u>	<u>Railroad Prefix</u>	<u>Railroad Hulk Numbers</u>
17	50-ton pulpwood cars	L&N	20553, 20593, 20633, 20682, 20693, 20726, 20728, 20798, 20803, 20809, 20817, 20877, 20906, 20914, 20929, 20961, 20966
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HULK PURCHASE AGREEMENT (NO. 2)

EXHIBIT A					
<u>Quantity</u>	<u>Description</u>	<u>Railroad Prefix</u>	<u>Railroad Hulk Numbers</u>	<u>Purchase Price</u>	<u>Total Purchase Price</u>
13	50-ton box cars	L&N	97314, 98115, 98569, 108800, 108801, 108829, 108865, 108905, 109084, 109098, 109173, 109198, 109275	\$4,500	\$58,500
17	70-ton box cars	L&N	100076, 100164, 100396, 100534, 100700, 100739, 102036, 102313, 102626, 102689, 102754, 103143, 103183, 103519, 103544, 103750, 103867	4,500	76,500
13	70-ton open top hopper cars	L&N	153199, 153408, 153494, 153581, 153843, 154018, 154215, 154713, 154968, 155147, 155973, 156092, 156123	4,500	58,500
18	80-ton open top hopper cars	L&N	180804, 180833, 182415, 182877, 183048, 183156, 183621, 183932, 184829, 184850, 186964, 187234, 187488, 187537, 187746, 188477, 188666, 189256	4,500	81,000
9	100-ton open top hopper cars	L&N	191292, 191342, 191604, 191638, 191640, 191645, 191697, 191772, 191809	4,500	40,500
174	70-ton gondola cars	L&N	26007, 26016, 26017, 26019, 26033, 26040, 26046, 26057, 26062, 26077, 26085, 26087, 26088, 26089, 26090, 26100, 26114, 26134, 26161, 26164, 26179, 26185, 26232, 26234, 26260, 26285, 26288, 26720, 26736, 26740, 39005, 39059, 39070, 39098, 39100, 39103, 39105, 39125, 39145, 39146, 39147, 39153, 39155, 39172,	4,500	783,000

HULK PURCHASE AGREEMENT (NO. 2)

EXHIBIT A						
<u>Quantity</u>	<u>Description</u>	<u>Railroad Prefix</u>	<u>Railroad Hulk Numbers</u>	<u>Purchase Price</u>	<u>Total Purchase Price</u>	
174	70-ton gondola cars (Cont'd)	L&N	39173, 39193, 39195, 39202, 39226, 39227, 39231, 39233, 39235, 39239, 39242, 39245, 39270, 39279, 39286, 39287, 39290, 39291, 39293, 39301, 39311, 39331, 39353, 39356, 39372, 39391, 39394, 39395, 39398, 39404, 39405, 39415, 39421, 39425, 39430, 39439, 39455, 39479, 39488, 39506, 39510, 39522, 39566, 39572, 39574, 39626, 39631, 39660, 39672, 39684, 39688, 39708, 39712, 39717, 39773, 39780, 39786, 39788, 39805, 39816, 39825, 39855, 39864, 39872, 39886, 39897, 39913, 39916, 39960, 39979, 170003, 170016, 170083, 170125, 170258, 170267, 170270, 170273, 170289, 170291, 170298, 170309, 170333, 170430, 170457, 170484, 170491, 170498, 170501, 170510, 170522, 170576, 170601, 170629, 170637, 170666, 170670, 170692, 170761, 170768, 170833, 170837, 170865, 170878, 171030, 171071, 171105, 171112, 171248, 171256, 171277, 171387, 171553, 171678, 171703, 171804, 171901, 171946, 172042, 172052, 172054, 173078, 173080, 173086, 173087, 173088, 173089, 173091, 173092, 173100	\$4,500	\$783,000	

HULK PURCHASE AGREEMENT (NO. 2)

EXHIBIT A					
<u>Quantity</u>	<u>Description</u>	<u>Railroad Prefix</u>	<u>Railroad Hulk Numbers</u>	<u>Purchase Price</u>	<u>Total Purchase Price</u>
24	100-ton gondola cars	L&N	175012, 175026, 175041, 175044, 175074, 175098, 176007, 176035, 176049, 176077, 176097, 176126, 176182, 176279, 176308, 176333, 176396, 176493, 176500, 176662, 176692, 176735, 176766, 176791	\$4,500	\$108,000
45	100-ton covered hopper cars	L&N	200088, 200159, 200200, 200212, 200225, 200263, 200432, 200447, 200465, 200571, 201003, 201005, 201019, 201031, 201042, 201055, 201066, 201068, 201070, 201081, 201093, 201100, 201140, 201210, 201218, 201264, 201270, 201449, 201485, 240089, 240282, 250027, 250031, 250032, 250034, 250042, 250068, 250088, 250093, 250101, 250108, 250112, 250126, 250129, 250131	4,500	202,500
23	50-ton flat cars	MON	7201, 7203, 7206, 7212, 7220, 7221, 7224, 7229, 7234, 7235, 7236, 7242, 7246, 7247, 7248, 7250, 7607	4,500	103,500
		L&N	21406, 21414, 22264, 22269, 22273, 22274		
8	70-ton flat cars	L&N	22291, 23902, 23903, 23904, 23906, 23910, 23912, 23914	4,500	36,000
4	70-ton bulkhead flat cars	L&N	22508, 22636, 22643, 22771	4,500	18,000

HULK PURCHASE AGREEMENT (NO. 2)

EXHIBIT A					
<u>Quantity</u>	<u>Description</u>	<u>Railroad Prefix</u>	<u>Railroad Hulk Numbers</u>	<u>Purchase Price</u>	<u>Total Purchase Price</u>
4	100-ton bulkhead flat cars	L&N	22304, 22306, 22932, 22961	\$4,500	\$18,000
12	70-ton covered hopper cars	L&N	37865, 37873, 37907, 37912, 37970, 38109, 38155, 38228, 38263, 38282, 38445, 38524	4,500	54,000
17	50-ton pulpwood cars	L&N	20553, 20593, 20633, 20682, 20693, 20726, 20728, 20798, 20803, 20809, 20817, 20877, 20906, 20914, 20929, 20961, 20966	4,500	76,500
381					\$1,714,500